

L21000109949

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

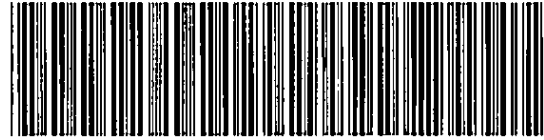
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000360280170

03/03/21--01009--021 \*\*750.00

SECRETARY OF STATE  
TALLAHASSEE, FL

2021 MAR -3 PM 2: 59

FILED

As a follow up to our call this morning, I can confirm that Annex Rentals Canada LLC, Arijo Investments Canada LLC, Decory Investments Canada LLC, Mayer Investments Canada LLC, and Palmerston Gates Canada LLC (the "LLCs") will not be reinstated and that the converting Ontario corporations can use the names of the LLCs that were voluntarily dissolved.

Thanks again for your assistance,

Julian Franch



**ALTRO**  
— *LLP* —  
US & CANADIAN ATTORNEYS, NOTARIES  
AND LEGAL COUNSEL

February 26, 2021

**BY FEDEX**

New Filing Section  
Division of Corporations  
c/o Neysa Culligan  
P.O. Box 6327  
Tallahassee, FL. 32314

**RE: Conversion of Ontario Corporations to Florida LLCs  
Matter No. 18820-02**

We are solicitors for Decory Investments Limited; Annex Rentals Ltd., Arijo Investments Inc., Mayer Investments Limited, and Palmerston Gates Inc. that are to convert into Florida limited liability companies.

Accordingly, we enclose the following:

1. Mail Submission Cover Sheets;
2. Articles of Conversion for Other Business Entity into Florida Limited Liability Company;
3. Articles of Organization for Florida Limited Liability Company; and
4. Cheque in the amount of USD\$750 payable to Florida Secretary of State being the requisite filing fee for the five (5) conversions (please note this cheque is drawn on a US bank and is in US funds).

As this matter is time sensitive, I am hoping that you will be able to process the enclosed as soon as possible; that said, please let me know if you require any additional information to assist with this process.

Should you have any questions, please feel free to contact me at 416-477-8165 or by email at [jfranch@altrolaw.com](mailto:jfranch@altrolaw.com).

Thanks in advance,

**Julian Franch**, B.A., M.B.A., J.D.  
Associate Lawyer

Encl.

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** PALMERSTON GATES CANADA LLC  
(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Julian Franch  
(Contact Person)  
Altro LLP  
(Firm/Company)  
155 University Avenue, Suite 300  
(Address)  
Toronto, ON, M5H 3B7, Canada  
(City, State and Zip Code)  
jfranch@altrolaw.com  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Julian Franch at ( 416 ) 477-8165  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)
- \$155.00 Filing Fees and Certificate of Status
- \$180.00 Filing Fees and Certified Copy
- \$185.00 Filing Fees, Certified Copy, and Certificate of Status

**Mailing Address:**  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
New Filing Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**Articles of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

The Articles of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:  
PALMERSTON GATES INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION  
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of CANADA  
(Enter state, or if a non-U.S. entity, the name of the country)

on May 13, 1997  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
PALMERSTON GATES CANADA LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. The plan of conversion has been approved in accordance with all applicable statutes.

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 4 day of March 2021.

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: /s/ Irving Garten  
Printed Name: Irving Garten Title: Manager

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s)]**

Signature: /s/ Irving Garten  
Printed Name: Irving Garten Title: President

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.  
If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**All others:**

Signature of an authorized person.

**Fees:**

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

PALMERSTON GATES CANADA LLC

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

## ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

### Principal Office Address:

c/o Irving Garten

36 Lowther Avenue

Toronto, Ontario, M5C 2T6

### Mailing Address:

c/o Irving Garten

36 Lowther Avenue

Toronto, Ontario, M5C 2T6

## ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Northwest Registered Agent, LLC

Name

7901 4th Street North, Suite 300

Florida street address (P.O. Box **NOT** acceptable)

St. Petersburg

FL 33702

City

Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S..*

/s/ Tom Glover - Assistant Secretary

Registered Agent's Signature (REQUIRED)

(CONTINUED)

**ARTICLE IV-**

The name and address of each person authorized to manage and control the Limited Liability Company:

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

**Name and Address:**

IRVING GARTEN

36 Lowther Avenue

Toronto, Ontario, Canada, M5C 2T6

MGR

IRVING GARTEN

36 Lowther Avenue

Toronto, Ontario, Canada, M5C 2T6

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(Use attachment if necessary)

**ARTICLE V:** Other provisions, if any.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**REQUIRED SIGNATURE:**

/s/ Irving Garten

**Signature of a member or an authorized representative of a member**

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Irving Garten

Typed or printed name of signee

**Filing Fees**

**\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent**

**\$ 30.00 Certified Copy (Optional)**

**\$ 5.00 Certificate of Status (Optional)**